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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

March 4, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D C. 20423

Contract 4-6542 Rider 39

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of January 25, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Texas Petrochemicals LLC
8600 Park Place Boulevard
Houston, TX 77017]

A description of the railroad equipment covered by the enclosed document is:

42 railcars: SHPX 221458 - SHPX 221499.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to be 'R. W. Alvord', with a checkmark at the end of the signature.

Robert W Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Texas Petrochemicals LLC, a Texas Limited Liability Company ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

The Lessor is the true and sole owner of the cars and has leased the cars to the Lessee under this lease. In order to more fully protect the rights, title and ownership of the Lessor (including its successors and assignees) in the cars hereunder, Lessee acknowledges that it has no interest in the cars beyond the leasehold rights set forth in this Lease, and shall not acquire any further rights or interest in the cars by Lessee's use of the cars hereunder. Lessee shall take no action to encumber or to otherwise impair Lessor's full and complete sole ownership in the cars, nor will Lessee allow any encumbrance or ownership right to be asserted against Lessor's rights and interest in the cars. Lessee acknowledges that Lessor may, at its option, make any and all such filings with various governmental authorities as Lessor deems necessary to place any third parties on notice of Lessor's ownership interests in the cars and rights under this Lease, and Lessee shall cooperate with all reasonable requests of Lessor to protect Lessor's ownership interests. The cars include, without limitation, (a) any and all improvements, additions, replacements, substitutions and modifications thereon and/or thereof, (b) the railcars specifically set forth in this lease, (c) any other railcars leased or to be leased under this lease to the Lessee and (d) any railcars in possession of the Lessee bearing reporting marks ACFX, SHPX and any other reporting marks owned by Lessor as of this date or at any date in the future. The Lessor may from time to time include an affiliate of the Lessor, becoming the Lessor through an assignment of this lease or any schedule thereof and/or the cars.

RECORDATION NO. 29089 FILED

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STATE OF TEXAS
SECURITY AND TRANSPORTATION BOARD

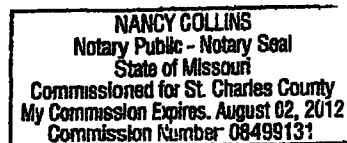
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: Brian Evdo
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 25th day of Jan., 2010, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Texas Petrochemical LLC

Contract 4-6542 rider 39 Jtd 5/21/07

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	221458
	Tank	SHPX	221459
	Tank	SHPX	221460
	Tank	SHPX	221461
	Tank	SHPX	221462
	Tank	SHPX	221463
	Tank	SHPX	221464
	Tank	SHPX	221465
	Tank	SHPX	221466
	Tank	SHPX	221467
	Tank	SHPX	221468
	Tank	SHPX	221469
	Tank	SHPX	221470
	Tank	SHPX	221471
	Tank	SHPX	221472
	Tank	SHPX	221473
	Tank	SHPX	221474
	Tank	SHPX	221475
	Tank	SHPX	221476
	Tank	SHPX	221477
	Tank	SHPX	221478
	Tank	SHPX	221479
	Tank	SHPX	221480
	Tank	SHPX	221481
	Tank	SHPX	221482
	Tank	SHPX	221483
	Tank	SHPX	221484
	Tank	SHPX	221485
	Tank	SHPX	221486
	Tank	SHPX	221487
	Tank	SHPX	221488
	Tank	SHPX	221489
	Tank	SHPX	221490
	Tank	SHPX	221491

Schedule A

Equipment

Texas Petrochemical LLC

Contract 4-6542 rider 39

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	221492
	Tank	SHPX	221493
	Tank	SHPX	221494
	Tank	SHPX	221495
	Tank	SHPX	221496
	Tank	SHPX	221497
	Tank	SHPX	221498
	Tank	SHPX	221499

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

3/11/10



Robert W Alvord